

# **EXHIBIT D**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

JONATHAN HANSEN, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

FERRELLGAS PARTNERS, L.P.,  
FERRELLGAS, INC., STEPHEN L.  
WAMBOLD, and ALAN C. HEITMANN,

Defendants.

Case No. 16-cv-07840 (RJS)

Hon. Richard J. Sullivan

*(Additional captions on following page.)*

**JOINT DECLARATION OF SUSAN BATAI, JOEL BRENNER,  
KEVIN GABERLAVAGE, AND JULIA SIMPSON IN SUPPORT OF  
THE MOTION OF THE FERRELLGAS INVESTOR GROUP FOR CONSOLIDATION  
OF RELATED ACTIONS, APPOINTMENT AS LEAD PLAINTIFF,  
AND APPROVAL OF SELECTION OF COUNSEL**

**JAMES A. MASSIE, Individually and  
on Behalf of All Others Similarly Situated,**

**Plaintiff,**

**v.**

**FERRELLGAS PARTNERS, L.P.,  
FERRELLGAS, INC., STEPHEN L.  
WAMBOLD, and ALAN C. HEITMANN,**

**Defendants.**

**Case No. 16-cv-08850 (RJS)**

**Hon. Richard J. Sullivan**

**THOMAS BABCOCK, Individually and on  
Behalf of All Others Similarly Situated,**

**Plaintiff,**

**v.**

**FERRELLGAS PARTNERS, L.P.,  
FERRELLGAS, INC., STEPHEN L.  
WAMBOLD, J. RYAN VANWINKLE, and  
ALAN C. HEITMANN,**

**Defendants.**

**Case No. 16-cv-09294 (PAE)**

**Hon. Paul A. Engelmayer**

We, Susan Batai, Joel Brenner, Kevin Gaberlavage, and Julia Simpson, pursuant to 28 U.S.C. § 1746, declare as follows:

1. We respectfully submit this Joint Declaration in support of the motion of the Ferrellgas Investor Group for appointment as Lead Plaintiff in the above-captioned actions against Ferrellgas Partners, L.P. (“Ferrellgas” or the “Company”). Each of us has personal knowledge about the information relating to us individually in this Joint Declaration.

2. I, Susan Batai, am a resident of Florida. As illustrated in our motion for appointment as Lead Plaintiff and supporting papers, I suffered substantial losses from my investments in Ferrellgas securities during the Class Period. I understand and accept the responsibilities and obligations with which a lead plaintiff is charged under the Private Securities Litigation Reform Act of 1995 (“PSLRA”) and I am willing to oversee the vigorous prosecution of this litigation.

3. I, Joel Brenner, am a resident of Georgia. As illustrated in our motion for appointment as Lead Plaintiff and supporting papers, I suffered substantial losses from my investments in Ferrellgas securities during the Class Period. I understand and accept the responsibilities and obligations with which a lead plaintiff is charged under the PSLRA and I am willing to oversee the vigorous prosecution of this litigation.

4. I, Kevin Gaberlavage, am a resident of Florida. As illustrated in our motion for appointment as Lead Plaintiff and supporting papers, I suffered substantial losses from my investments in Ferrellgas securities during the Class Period. I understand and accept the responsibilities and obligations with which a lead plaintiff is charged under the PSLRA and I am willing to oversee the vigorous prosecution of this litigation.

5. I, Julia Simpson, am a resident of Colorado. I am the General Partner of Lazy Dogs Partnership LLLP (“Lazy Dogs”) and am authorized to make this declaration on behalf of Lazy Dogs. As illustrated in our motion for appointment as Lead Plaintiff and supporting papers, Lazy Dogs suffered substantial losses from its investments in Ferrellgas securities during the Class Period. Lazy Dogs understands and accepts the responsibilities and obligations with which a lead plaintiff is charged under the PSLRA and is willing to oversee the vigorous prosecution of this litigation.

6. We are each highly incentivized to recover the substantial losses we suffered as a result of defendants’ violations of the federal securities laws, and believe that the securities litigation against Ferrellgas and other defendants is important to all Ferrellgas investors. Accordingly, we believe that this case should be prosecuted by investors with a financial interest substantial enough to ensure that the action is litigated vigorously, efficiently, and in the best interests of the class. Our primary goal in litigating this action is to maximize the class’s recovery from all potentially culpable parties.

7. After evaluating the claims against the defendants and the size of our respective losses arising from the defendants’ alleged misconduct, we determined that we could maximize the potential recovery for the class by seeking joint appointment as Lead Plaintiff. In making this determination, we considered, among other things, the factual basis of the claims pending against the defendants and the benefits of joint decision-making.

8. Prior to seeking appointment as Lead Plaintiff, we convened a joint conference call to formalize our commitment to jointly prosecute this litigation and to discuss our duties as Lead Plaintiff. During the joint conference call, we discussed: aspects of the litigation against Ferrellgas; the significance of a small and cohesive group of investors prosecuting claims against

Ferrellgas in order to maximize recovery for the class; our interest in serving jointly as Lead Plaintiff; and the importance of ensuring that the class's claims will be efficiently and zealously prosecuted through our oversight of our proposed Lead Counsel, Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz").

9. Based on the joint conference call, we agreed that our collective experience and ability to deliberate and engage in joint decision-making would materially benefit and advance the interests of the class. We consider each other to be like-minded investors with a substantial financial stake in this litigation and share a commitment to maximizing investors' recovery. We believe that a small, cohesive group of experienced investors serving as Lead Plaintiff will have a positive effect on the quality of representation provided to absent class members.

10. We intend to prosecute this litigation against the defendants in an independent and vigorous manner. Among other things, we have discussed with each other the importance of joint decision-making and maintaining regular communication that will enable us to confer, with or without counsel, via telephone and/or e-mail on short notice to ensure that we are able to make timely decisions. To this end, we have exchanged contact information and have instructed counsel to arrange for calls upon our demand.

11. In addition to discussing our goals for the litigation, we individually understand the importance of selecting a qualified law firm to prosecute the class's interests and to do so efficiently. We are each aware of Kessler Topaz's reputation as an accomplished law firm and have been informed of Kessler Topaz's history of achieving impressive settlements and corporate governance reforms with defendants and experience litigating complex class action lawsuits. Through our oversight of our proposed Lead Counsel, we believe that Kessler Topaz

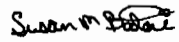
will prosecute this litigation in a zealous and cost-effective manner and in the best interests of all class members.

12. We hereby reaffirm our commitment to satisfying the fiduciary obligations that we will assume if appointed Lead Plaintiff, including by conferring with each other and counsel regarding litigation strategy and other matters, attending court proceedings, depositions, settlement mediations, and hearings as needed, and reviewing and authorizing the filing of important litigation documents. Through these and other measures, we will ensure that the Ferrellgas securities litigation will be vigorously prosecuted consistently with the Lead Plaintiff's obligations under the PSLRA and in the best interests of the class, and will seek to obtain the greatest possible recovery for the class.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements relating to me are true and correct to the best of my knowledge.

Executed this 5th day of December 2016.

A handwritten signature in black ink, appearing to read "Susan M. Batai", with a stylized flourish at the end.

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Susan Batai



Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements relating to me are true and correct to the best of my knowledge.

Executed this 5th day of December 2016.

*Joel Brenner*

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Joel Brenner

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements relating to me are true and correct to the best of my knowledge.

Executed this 5th day of December 2016.

*Kevin Gaberlavage*

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Kevin Gaberlavage

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements relating to Lazy Dogs Partnership LLLP are true and correct to the best of my knowledge.

Executed this 5th day of December 2016.

A handwritten signature in black ink, appearing to read "J. Simpson", is written above a horizontal line.

Julia Simpson

General Partner, Lazy Dogs Partnership LLLP